DAMODAR ROPEWAYS & INFRA LIMITED

Regd Office: 1/A Vansittart Row, Kolkata: 700001, West Bengal

Phone No.: (033) 40226363, **Fax No.:** (033) 22311402, **E-mail:** damodarropeways @gmail.com

CIN:L51397WB1981PLC034211

To,
The Shareholders,

Notice is hereby given that the following resolutions are proposed to be passed by Postal Ballot in accordance with the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 **("Rules")** & Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 as amended from time to time.

The resolution proposed to be passed and the Explanatory Statement under Section 102 of the Companies Act, 2013 pertaining thereto stating all material facts and the reasons for the proposed resolution & a Postal Ballot Form/ e-voting instructions are appended hereto for consideration of the Shareholders. The attached Postal Ballot Form is to be used by the Shareholders for the purpose of exercising vote in respect of the said resolution.

Shareholders are requested to read carefully the instructions printed on the reverse of the Postal Ballot Form and return the Postal Ballot Form (Original) duly completed and signed in the attached self-addressed, pre-paid postage envelopes so as to reach the Scrutinizer on or before 30.09.2015. Postal Ballot Forms received after this date will be strictly treated as if the reply from the concerned shareholder has not been received.

E-voting Option:

Shareholders may choose to vote using e-voting facility as an alternate which may enable them to cast their votes electronically, instead of physical postal ballot form. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in this notice.

The Board of Directors of the Company has appointed, **Mr. Rajib Kumar Das, Partner, of S.R. & Associates, Company Secretaries** as the Scrutinizer for conducting the Postal Ballot process. After completion of his scrutiny, he will submit his report to the Managing Director and in his absence to Company Secretary of the Company. The results of the Postal Ballot will be declared by the Managing Director/Company Secretary on 05.10.2015 at 11:00 A.M. at the Registered Office of the Company and will also be posted on the website of the Company. Further the results will be communicated to the CSE where the equity shares of the Company are listed and will be published in the newspaper(s).

In the event the proposed resolution is approved by requisite majority of shareholders by means of Postal Ballots and e-voting, and also subject to that the vote cast by public shareholders in favor of the resolution is at least three times the number of vote cast by the public shareholders against the proposed resolution, the date of declaration of the result shall be deemed to be the date of passing of the said resolution.

Voluntary Delisting of Equity Shares of the Company from The Calcutta Stock Exchange Limited i.e., the only Stock Exchange were the equity shares of the Company is listed:

To consider, and if thought fit, to pass the following resolution as a "Special Resolution":

1."**RESOLVED THAT** subject to all the applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof for the time being in force) and to the extent Rules notified, the Securities Contract (Regulation) Act, 1956, and the rules framed there under, the Listing Agreement with The Calcutta Stock Exchange Limited ("**CSE"**), SEBI (Delisting) Regulations, and subject to such approvals, permissions and sanctions, as may be necessary, and subject to the compliance with other statutory formalities and subject to such conditions and modifications as may be prescribed or imposed by any authority including the Stock Exchange, while granting such

approvals, permissions or sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as "**the Board**") or a Committee of Directors/ persons authorized by the Board, the consent of the shareholders be and is hereby accorded to the Board to voluntarily delist the equity shares of the Company from CSE."

"**RESOLVED FURTHER THAT** the Board of Directors/a Committee of Directors/ persons authorized by the Board be and are hereby authorized on behalf of the Company to do all such acts, deeds and things which they may consider proper and desirable and settle any question, difficulties or doubts that may arise in regard to delisting of the equity shares from CSE."

2. **To consider, and if thought fit, to pass the following resolution as a "Special Resolution**

"RESOLVED THAT pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to (i) give any loans to any person or other body corporate, or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of company's paid up share capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium account whichever is more as the Board of Directors may think fit, provided that the total loans or investments made, guarantees given, and securities provided shall not at any given point of time exceed Rs.30 crores(Thirty crores)

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such actions and to give all such directions and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

By Order of the Board
For Damodar Ropeways & Infra Limited
Sd/-
M. L. Rathee
(Company Secretary)

Place: Kolkata
Date: 20.08.2015

Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts pertaining to the Resolution are annexed hereto along with a Postal Ballot Form for your consideration.

2. Resolutions passed by the members through Postal Ballot are deemed to have been passed as if the same has been passed in the General Meeting of the members

3. The Board of Directors of the Company has appointed **Mr. Rajib Kumar Das, Partner, of S.R.& Associates Company Secretaries**, **(ACS-29195, CP.NO:10557)** as the Scrutinizer for conducting Postal Ballot process in a fair and transparent manner. After completion of his scrutiny, he will submit his report to the Chairman and in his absence to any other Director of the Company.

4. Shareholders are requested to make all correspondences pertaining to shares of the Company to the Compliance Officer of the Company i.e., **Mr. M.L.Rathee, at 1/A,Vansittart Row, Kolkata-700001,Tel No.:033-40226363, E-mail: damodarropeways@gmail.com**

5. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and the Listing Agreement entered into with the CSE, the Company is pleased to offer e-voting facility as an option to all the shareholders of the

Company. The Company has entered into an agreement with National Securities Depository Limited ("NSDL") for facilitating e-voting to enable the Members to cast their votes electronically.

6. Only a shareholder who is entitled to vote is entitled to exercise his/her vote through Postal Ballot. The date of dispatch of notice will be announced through advertisement in newspaper(s) and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.

7. The shareholders are requested to read carefully the instructions printed on the reverse of the Postal Ballot Form and return the Form (Original) duly completed and signed in the attached self-addressed, pre-paid postage envelopes so as to reach the Scrutinizer on or before the close of the business hours on 30.09.2015.

8. For any grievances connected with the voting by Postal Ballot including voting by electronic means contact the Compliance Officer of the Company, **Mr. M.L.Rathee, at 1/A,Vansittart Row, Kolkata-700001,TelNo.:033-40226363,E-mail: damodarropeways@gmail.com**

EXPLANATORY STATEMENT FOR THE PROPOSED RESOLUTION PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013

1.The equity shares of Damodar Ropeways & Infra Ltd. (**"DRIL"**) are presently listed only on The Calcutta Stock Exchange Limited ("**CSE"**). The Promoters/ Promoter Group collectively owns 22,79,809 equity shares of DRIL representing 56.375 % of the subscribed and paid-up equity share capital of DRIL and 17,64,191 equity shares held by public shareholders represent 43.625% of DRIL's subscribed and paid up equity share capital. Further, there has been no trading in the equity shares of DRIL in CSE for the last few years. In this respect, the Promoters/ Promoter Group have expressed their interest to the Board of Directors to make a voluntary delisting of the equity shares of the Company from the CSE.

The objective of the Delisting Proposal as stated by the Promoters/ Promoter Group in the requisition letter is (i) to obtain full ownership of DRIL, which will provide the Promoters/ Promoter Group with increased operational flexibility to support DRIL's business and (ii) to provide an exit opportunity to the Public Shareholders.

In terms of regulation 8(1)(b) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 as amended from time to time, the Delisting Proposal requires the approval of the shareholders of DRIL by way of a special resolution passed through a postal ballot. Further, as per regulation 8(1)(b) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 as amended from time to time, the special resolution passed by the shareholders may be acted upon only if the votes cast by the public shareholders in favour of the Delisting Proposal amount to at least two times the number of votes cast by the public shareholders against it.

The shareholder's approval is being sought by passing a Special Resolution for Delisting of the Company's Equity Shares from the CSE in accordance with the provisions of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 as amended from time to time.

2.As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company. As a measure of achieving greater financial flexibility and to enable optimal financing structure , this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors , for making further investment, providing loans or give guarantee or provide security in connection with loans for an amount not exceeding Rs. 30 crores (Thirty Crores)

Your Directors recommend the Special Resolution for approval of the shareholders.

None of the Directors, Managers, Key Managerial Personnel and their relatives, in any way, is concerned or interested in the resolution except to the extent of their shareholding/ shareholding of their associates as Promoters / Promoter Group in the Company.

POSTAL BALLOT FORM

Ballot No.:

1 Name and Registered address of the sole /First named Shareholder (in block letters) :

2 Name of the Joint Shareholder, if any (in block letters) :

3 Registered Folio no. :

4 Number of Shares held :

I/We hereby exercise my/our vote in respect of the **Special Resolutions** to be passed by means of Postal Ballot for the business set out in the Notice dated **20.08.2015** of the Company by sending my/our assent or dissent to the said Resolution by placing the tick(√) mark at the appropriate box below:

Item No.	Items	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Special Resolution subject to all the applicable provisions of the Companies Act, 2013 and SEBI (Delisting) Regulations, 2009 to consider the Delisting of the equity shares of the Company from the CSE i.e., the only Stock Exchange where the equity shares of the Company are presently listed.			
2.	Special Resolution pursuant to provision section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed limit			

Place:
Date:

Signature of the Shareholder

Notes:

1. Last Date for receipt of the Postal Ballot Form by the Scrutinizer is the close of working hours on 30.09.2015
2. Please carefully read the instructions printed overleaf before exercising the vote.

ELECTRONIC VOTING PARTICULARS

EVEN (E-VOTING EVENT NUMBER)	USER – ID	PASSWORD/PIN
102840		

INSTRUCTIONS

A. GENERAL INFORMATION

1. There will be only one Postal Ballot Form/ e-voting for every Folio No., irrespective of the number of joint Member(s). The photocopy of the Postal Ballot Form will not be considered valid.
2. Voting rights in the Postal Ballot Form / e-voting cannot be exercised by a proxy.
3. Kindly note that the Shareholders can opt for only one mode of voting, i.e. either by e-voting or physical mode. If you are opting for e-voting, then do not vote by physical Postal Ballot also and vice versa. However, in case Shareholders cast their vote by physical Postal Ballot and e-voting, then voting done through e-voting will prevail and voting done through physical ballot will be treated as invalid.
4. The Board of Directors has appointed **Mr. M.L.Rathee, at 1/A,Vansittart Row, Kolkata-700001,Tel No.:033-40226363, E-mail: damodarropeways@gmail.com**, as Compliance Officer of the Company as persons responsible for the entire Postal Ballot process.

5. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Shareholder(s) on the cut-off date, i.e.14.08.2015.

B. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

1. A shareholder desiring to exercise vote by postal ballot shall complete this Postal Ballot Form in all respects and send it to the Scrutinizer in the attached self-addressed postage prepaid envelope. However, envelopes containing Postal Ballot Forms, if deposited in person or sent by courier at the expense of the members will also be accepted. The Company also offers voting facility by electronic mode. Please see instructions in point **"C"** below for details.
2. The self-addressed envelope bears the address of the Scrutinizer. Members are requested not to send any other papers along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelopes as all such envelopes will reach directly to the Scrutinizer and if any extraneous paper is found in such envelope, the same would be destroyed by the Scrutinizer.
3. This Postal Ballot Form should be completed and signed by the member. In case of joint holding, the Form should be completed and signed by the first named member and in his absence by the next named member. The signature of the member on this Postal Ballot Form should be as per the specimen signature registered with the Company in respect of shares held in the physical form.
4. In case shares are held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution / Authority together with attested specimen signatures of the duly authorized signatory(ies). A Postal Ballot Form signed by the holder of power of attorney for and on behalf of a member of the Company must be accompanied by the attested true copy of the Power of Attorney. If the same is already registered with the Company or the Registrar, please quote the Registration No. beneath the signature.
5. A tick (√) mark should be placed in the relevant box signifying assent / dissent for each Resolution, as the case may be, before mailing the Postal Ballot Form. Members are entitled to vote For/Against a Resolution covering the total number of shares held by them. Shareholders are entitled to cast their votes differently.
6. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours on **30.09.2015**. Postal Ballot Forms received after this date will be strictly treated as if the reply from the member has not been received.
7. A shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the time and date specified at item no. 6 above.
8. Votes will be considered invalid on the following grounds:
   a) If the Ballot paper is unsigned;
   b) If the Shareholder's signature does not tally;
   c) If the Shareholder has marked (√) both in favour and also against in the Ballot paper.
   d) If the Ballot paper received is torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the Shareholder or number of votes or as to whether the votes are cast in favour or against the resolution or the signature could not be checked or on one or more of the above grounds;
   e) If the Ballot paper is received in such a state that it is incomplete, or incorrect, or otherwise it is not possible to assess the Members intention to vote.
9. The Scrutinizer's decision on the validity of the Postal Ballot will be final.
10. The results of the Postal Ballot will be announced on **05.10.2015,** at the Registered Office of the Company at **1/A,Vansittart Row, Kolkata-700001** and will also be informed to The Calcutta Stock Exchange Limited. The result of postal ballot shall also be announced through a newspaper advertisement.

11. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on **14.08.2015.**
12. The Company is pleased to offer e-voting facility as an alternate, for its shareholders to enable them to cast their votes electronically instead of dispatching Postal Ballot by post. For exercising e-voting facility, the user ID and initial password are provided at the bottom of the Postal Ballot Form and the detailed procedure is enumerated below.

C. PROCESS FOR MEMBERS OPTING FOR E-VOTING

1. In case of members receiving e-mail from NSDL:

a) Open the attached PDF file giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as the password. The said PDF file contains your "User ID" and "Password" for E-voting. Please note that the password is an initial password.
b) Open your web browser during the voting period and log on to the E-voting website https://www.evoting.nsdl.com
c) Click on "Shareholders-Login".
d) Enter your User ID and password as initial password noted in step (a) above and click "Login".
e) "Password Change" menu appears. Change the initial password with a new password of your choice. The new password has to be a minimum of 8 digits / characters or a combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
f) Home page of "E-voting" opens. Click on "E-voting: Active Voting Cycles".
g) Select "EVEN" of **Damodar Ropeways & Infra Limited** (i.e. the Electronic Voting Event Number), from the drop down menu.
h) Now you are ready for "E-voting" as "Cast Vote" page opens.
i) Cast your vote by selecting appropriate options and click on "SUBMIT" and also "CONFIRM" when prompted.
j) Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter, etc. together with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at rajibdas@live.com with a copy marked to evoting@nsdl.co.in

2. In case of shareholders receiving Postal Ballot Form by Post:

a) User ID and Initial password is provided at the bottom of Postal Ballot Form.
b) Please follow all steps from Sl no. C 1(b) to Sl no. C 1(j) above, to cast your vote.
c) If the Shareholder is already registered with NSDL for e-voting, then the Shareholder can use their existing user ID and password for casting the vote.

3. Other e-voting instructions:

a. Kindly note that votes once cast cannot be modified.
b. E-Voting period commences from **10.00 A.M. on 01.09.2015 and ends at 5.00 P.M. on 30.09.2015**. Thereafter the e-Voting module will be disabled by NSDL.
c. In case of any queries/grievances pertaining to electronic voting, Shareholders may refer the Frequently Asked Questions (FAQ's) and e-voting User Manual for Shareholders available at the downloads section of www.evoting.nsdl.com or contact at NSDL at the designated email IDs: evoting@nsdl.co.in or at Tel. Nos.: 022-24994600 / 022-24994738.